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OF COUNSEL
URBAN A. LESTER

October 17, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 23204-5555 FILED

OCT 17 '02 1-33 PM

Dear Mr. Williams:

SURFACE TRANSPORTATION BOARD

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Equipment Bill of Sale, dated as of September 30, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 23204-GGGG.

The names and addresses of the parties to the enclosed document are:

Seller:	Allfirst Bank 25 South Charles Street Baltimore, MD 21202
[Buyer:	U.S. Bancorp Equipment Finance, Inc. 7659 Southwest Mohawk Street Tualatin, OR 97062-2177]

A description of the railroad equipment covered by the enclosed document is:

Three (3) locomotives NS 5544, 5545 and 5546

Mr. Vernon A. Williams
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A short summary of the document to appear in the index follows:

Equipment Bill of Sale

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anr
Enclosures

EQUIPMENT BILL OF SALE

THIS EQUIPMENT BILL OF SALE is given by ALLFIRST BANK (herein the "Seller") to U.S. BANCORP EQUIPMENT FINANCE, INC. (successor to Firststar Bank, N.A.) (herein the "Buyer").

WITNESSETH:

THAT FOR TEN DOLLARS (\$10.00) AND OTHER GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, Seller does hereby bargain, sell, assign, transfer and set over to Buyer, its successors and assigns, all of Seller's rights and interest in and to the items of equipment listed on Annex A attached hereto (the "Equipment").

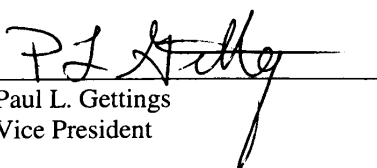
The interest in the Equipment is sold hereunder AS IS WHERE IS WITHOUT WARRANTY, express or implied, with respect to any matter whatsoever except that Seller warrants that such interest is conveyed free and clear of all claims, liens and encumbrances arising by reason of any act or omission of Seller (other than the leasehold interest of Norfolk Southern Railway Company ("Lessee") pursuant to that certain Equipment Schedule No.18 dated as of July 31, 2002, by and between Allfirst Bank, as lessor, and Lessee, as lessee).

IN WITNESS WHEREOF, Seller has caused this instrument to be duly executed as of the 30th day of September, 2002.

WITNESS:



ALLFIRST BANK

By: 
Paul L. Gettings
Vice President

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SURFACE TRANSPORTATION BOARD

STATE OF MARYLAND)

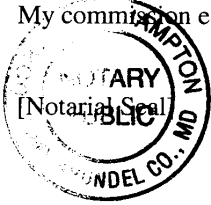
) SS:

CITY OF BALTIMORE)

The foregoing Equipment Bill of Sale was acknowledged before me, the undersigned Notary Public, in the City of Baltimore this 30th day of September, 2002 by Paul L. Gettings, a Vice President of ALLFIRST BANK, a Maryland state-chartered commercial bank.

Clowthry J. Hampton
Notary Public

My commission expires: _____



DOROTHY J. HAMPTON
NOTARY PUBLIC ANNE ARUNDEL CO., MD
My Commission Expires 11/15/2005

ANNEX A

Assets

MANUFACTURER	MODEL	TYPE	PRE-REFURBISHMENT ROAD NO.	SERIAL NO.	POST-REFURBISHMENT ROAD NO.
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 4153	5775-29	NS 5544
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2853	5778-3	NS 5545
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2840	7307-18	NS 5546